

EXHIBIT C

Proposed Order

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)) Chapter 11
))
RESIDENTIAL CAPITAL, LLC, <i>et al.</i> ¹)	Case No. 12-12020 (MG)
)	
Debtors.)	(Jointly Administered)
)	

**ORDER GRANTING APPLICATION FOR ALLOWANCE OF MONTHLY
COMPENSATION AND REIMBURSEMENT OF EXPENSES OF LOCKE LORD LLP
FOR THE PERIOD FROM MAY 14, 2012 THROUGH MAY 31, 2012**

Upon consideration of the First Monthly Application of Locke Lord LLP for Compensation and Reimbursement of Expenses for the Period from May 14, 2012 through May 31, 2012 as Counsel Retained by Debtors in the Ordinary Course of Business (the “Application”); and a hearing having been held before this Court to consider the Application on _____; and notice having been given pursuant to the Federal Rules of Bankruptcy Procedure 2002(a)(7) and (c)(2); and due consideration having been given to any responses thereto; and sufficient cause having been shown therefore, it is hereby

ORDERED that the Application is granted to the extent set forth in Schedule A.

Dated: New York, New York

United States Bankruptcy Judge
Southern District of New York

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are identified on Exhibit 1 to the *Affidavit of James Whitlinger, Chief Financial Officer of Residential Capital, LLC, in Support of Chapter 11 Petitions and First Day Pleadings* [Docket No. 6]. As used herein, the term “Debtors” includes any such entities.